

2 MAY 1992  
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# MARVEL TEAM-UP™



FEATURING

# SPIDER-MAN™ AND THE HUMAN TORCH™

FACE IT,  
CREEPS!  
THIS IS THE  
PAY-OFF!



**ALL NEW  
ACTION!**

**TRAPPED BY THE  
FRIGHTFUL FOUR!**



# SPIDEY AND THE TORCH--TOGETHER!™

## AND SPIDEY MAKES FOUR!

RIVER SOUNDS: THE QUIET TWI-  
LIGHT MOANINGS OF SEA AGAINST  
PILINGS--THE SOFT, FADING WAIL  
OF AN UP-RIVER TUGBOAT---THE  
SLAP AND CRASH OF WAVES OVER  
A BRIDGE FOUNDATION---

THESE ARE THE GENTLE  
SOUNDS OF AN EVENING  
RIVER, THE SOUNDS THAT  
DRAW THE TIRED, THE  
BONE-WEARY---SOUNDS  
WHICH ATTRACT PEOPLE  
AS DIFFERENT AS  
MORNING AND SUNSET---

--- SOUNDS WHICH  
ATTRACT A CERTAIN  
BLOND-HAIRED JOHNNY  
STORM, MUSING ON  
THE EFFECTS OF A  
WORLD HE DOESN'T  
UNDERSTAND---

--- EVEN AS IT DRAWS ANOTHER MAN, OLDER---  
YET, PERHAPS, NO WISER---LOST, AS JOHNNY  
IS, IN THAT ALL-CONSUMING QUEST---FOR  
UNDERSTANDING.

ENTER THE WORLD OF THE DREAMERS, AND COME WITH US ON A NEW JOURNEY  
AT THE HANDS OF THESE QUIET GUIDES ---

STAN LEE EDITOR • GERRY CONWAY WRITER • ROSS ANDRU ARTIST • JIM MOONEY INKER • SAM ROSEN LETTERER



AND WHAT DOES HE THINK ABOUT? THE LOSING OF A LOVE, AND, YES,---THE MEANING OF THAT LOVE---

--THOUGHTS ABRUPTLY BROKEN, WHEN---

'ERE, LAD---  
WHAT'S THE PROBLEM,  
'EY?

--WHO?

THE TAG'S **NATHANIEL**, YE LOOK LAD-- YE'LL WANT NO MORE THAN **THAT**, I'LL WAGER.

YE LOOK FIT TO BUST A **CORKIN'** YE DO---  
WHAT'S **WRONG** WITH YE, SON?

WRONG? WHAT **ISN'T**?

AH, IT'S **THAT** WAY, IS IT? A SAD THING, 'TIS INDEED, FOR A YOUNGSTER YER AGE TO BE SO BITTER.

WHY, LOOK AT OLD **NATHANIEL**--- NOT A SORE BONE IN 'IS BODY, NOT A ONE!

AYE, I KNOW THAT LOOK, LAD --YE THINK I'M JUST A BLIND OL' **SOT**, DON'T YE NOW? WELL, MAYBE **SO**---

-- BUT THAT DON'T MEAN I HAVEN'T A GOOD **WORD** FOR YE, LAD!

I WAS YOUNG ONCE TOO, Y'KNOW--- WE **ALL** ARE, THEY TELL ME.

RIGHT NOW, YE'RE SAYIN' TO YERSELF--- "WHAT'S THE POINT IN IT ALL? WHAT'S IT ALL **BLOOMIN'** **MATTER**?"

IT **MATTERS**, LAD. IF ONLY TILL YOU GAIN YOURSELF A **MATE**--

--A FRIEND YE CAN **TRUST**. THAT'S WHAT MAKES IT **COUNT**!

A **FRIEND**? MAYBE YOU'VE GOT SOMETHING THERE, OLD TIMER.

SURE AN' I DO, LAD.

ASK **ANY** OLD **SALT**. E'LL TELL YE.

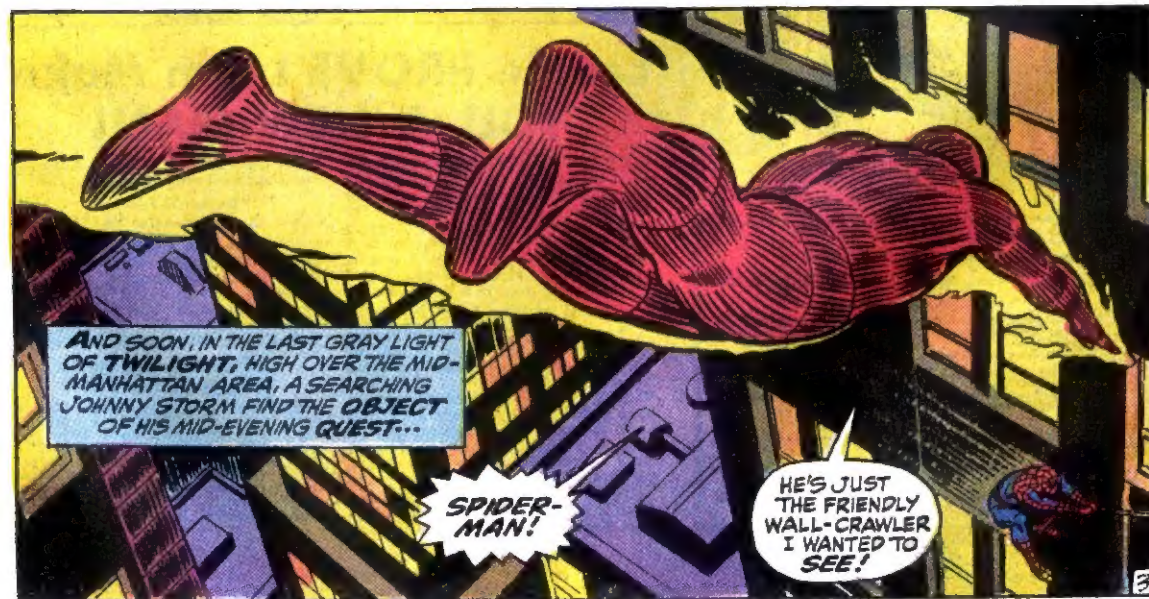
WELL, I'VE NO TIME FOR **THAT**, OLD MAN---

GUESS I'LL JUST TAKE YOUR **WORD**!

WAIT, LAD-- DON'T YE DO ANYTHING **RASH**!

**LADDIE, WAIT!**









CRREE-IPES!

WHAT'RE YOU TRYING TO DO--? KILL A FELLA?

NOT PRECISELY MY IDEA, WEBHEAD...

MORE EXACTLY, I THOUGHT WE MIGHT TAKE THE TIME TO TALK.

YOU KNOW... THE FRIENDLI-NESS ROUTINE?



YEAH? WELL, BUSTER-- YOU'VE GOT A FUNNY WAY OF ASKING--

'CAUSE IN CASE YOU HADN'T NOTICED, YOU ALMOST GOT ME KILLED!



WHAT'S EATING YOU ANYWAY, FLAMEBRAIN?



ME? NOTHING, REALLY. JUST THOUGHT I'D SEE HOW THINGS WERE WITH YOU.

FIGURED WE WORKED SO WELL TOGETHER ON THAT SANDMAN CASE A FEW WEEKS AGO---

--WELL, JUST THOUGHT WE COULD TALK, Y'KNOW?



SURE, HOTHEAD... DON'T DO ME ANY FAVORS, OKAY?

THAT'S THE LAST THING I NEED--

-- PLAYING COUNSELOR TO SOME NEUROTIC'S FANTASIES!

SHEESH! AND I THOUGHT J.J. JAMESON WAS BAD!





RIGHT NOW--  
I THINK I'LL GO  
GET MY HEAD  
EXAMINED.

SOMEHOW, I  
THINK I REALLY  
NEED IT!

IF THAT'S  
HOW YOU  
SEE IT---  
FORGET  
THE ASKING,  
CREEP.

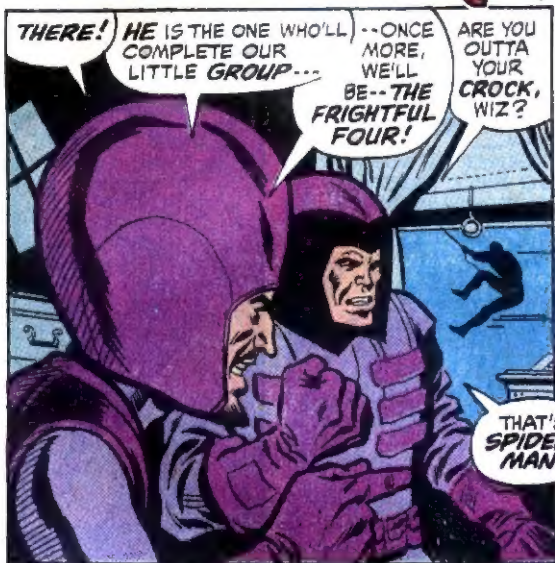


SEE YA'ROUND,  
CHUCKLES! DON'T  
FORGET TO  
WRITE.

EVEN AS THEY SPLIT  
APART, FATE BEGINS  
THE WEAVE WHICH  
WILL DRAW THEM  
TOGETHER AGAIN---

HEAR ANY  
ARGUMENTS?

--AS, IN A ROOM  
IN A BUILDING TO  
TO THE EAST OF THE  
SWINGING SPIDER-MAN--



THERE! HE IS THE ONE WHO'LL  
COMPLETE OUR  
LITTLE GROUP---

--ONCE  
MORE,  
WE'LL  
BE-- THE  
FIGHTFUL  
FOUR!

ARE YOU  
OUTTA  
YOUR  
CROCK,  
WIZ?

THAT'S  
SPIDER-  
MAN!



YEAH---?  
WHERE?

I FIGURE I'VE  
GOT ME A SCORE  
TO SETTLE WITH  
THAT WISE-CRACKIN'  
PUNK--!

THEN YOU  
FIGURE  
WRONGLY,  
SANDMAN.



THE WIZARD  
HAS OTHER  
PLANS FOR  
OUR JAPING  
FRIEND.

SINCE MADAME MEDUSA  
LEFT OUR TIGHT LITTLE CADRE  
FOR OTHER PURSUITS, WE'VE  
BEEN AT LESS THAN OUR  
FIGHTING STRENGTH--

--A SITUATION  
WE MUST  
CORRECT--!



--ESPECIALLY  
IN LIGHT OF  
OUR PRESENT  
PLAN.

THE TWO OF  
YOU-- FOLLOW ME.  
WITH LUCK-- AND  
THE WIZARD'S  
UNPARALLELED  
GENIUS-- WE  
STRIKE AT DAWN--

--AND WE  
STRIKE-- THE  
FANTASTIC  
FOUR!





AND HOURS LATER, AS DAWN FINDS A RESTLESS JOHNNY STORM DRINKING BADLY-BREWED BLACK COFFEE, THE EVENTS OF THE NIGHT BEFORE SEEM DISTANT-- YET, SOMEHOW, NO LESS ANNOYING---

SO MUCH FOR NATHANIEL'S WELL-MEANING ADVICE.

GUESS THAT SORT OF THING'S NOT APPROPRIATE FOR YOUR AVERAGE SKY-FLYING HERO.



IT WOULDN'T **MATTER** SO MUCH IF CRYSTAL WERE HERE. **BLAST!** SHE'S THE **CAUSE** OF THIS WHOLE THING, AFTER ALL---

--- IF ONLY SHE HAD COME BACK TO **AMERICA** WITH ME---



YEAH, JOHNNY--- THEN WHAT?

THERE'LL ALWAYS BE **ANOTHER** "IF" WON'T THERE?

AH, **FORGET** IT, MISTER STORM. IF REED WERE HERE, HE'D MARK IT UP TO **YOUTHFUL DEPRESSION**--- AND HE'D PROBABLY BE **RIGHT**.

WONDER HOW THEY'RE GETTING ALONG IN **CHICAGO**?

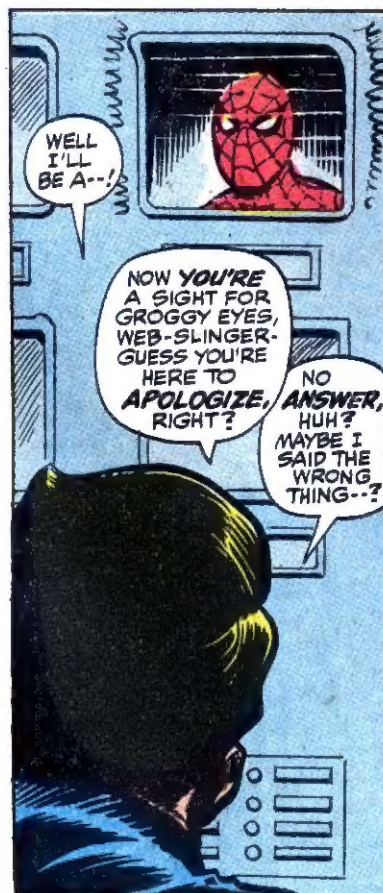


NAH. THAT WOULDN'T HAVE **HELPED**.

MAYBE IF I'D BEEN HERE WHEN REED AND THE OTHERS WERE CALLED OUT OF TOWN LAST NIGHT---

IT'D JUST GIVE ME SOMEPLACE **NEW** TO FEEL BAD IN--WHAT?

THE **BUZZER**. SOME-BODY'S CALLING UP FROM THE **LOBBY**.



WELL I'LL BE A--!

NOW YOU'RE A SIGHT FOR GROGGY EYES, WEB-SLINGER. GUESS YOU'RE HERE TO **APOLOGIZE**, RIGHT?

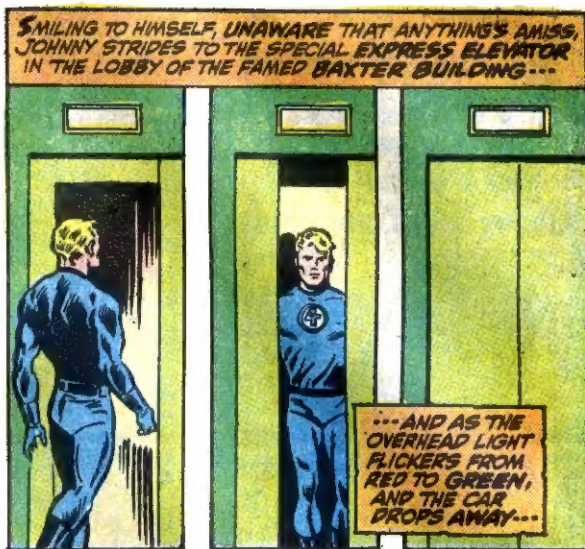
NO **ANSWER**, HUH? MAYBE I SAID THE **WRONG** THING--?



OKAY, I SUPPOSE I'VE GOT SOME **APOLOGIZING** TO DO MYSELF.

STAY THERE **MASKED MAN**. I'LL BE **RIGHT DOWN!**









--UNLESS I'M  
IN WORSE  
SHAPE THAN  
I FEEL---

--THAT'S THE  
SANDMAN THERE  
BEHIND YOU!

WELL?  
WHERE'S THE  
EXPLANATION,  
MASKED MAN?



WOK!

IF YOU  
THINK  
I'M  
GONNA  
LET  
YOU---  
=UNNNH!=

THAT'S  
RIGHT,  
WEB-  
HEAD.

HIT  
HIM---  
HIT  
HIM  
HARD.



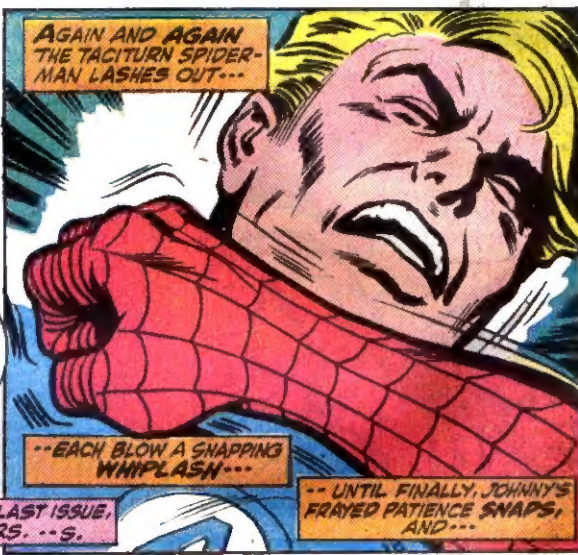
'CAUSE  
NOW ALL  
BETS  
ARE  
OFF---

--IT AIN'T  
CHRISTMAS\*  
ANYMORE---  
AND I DONT  
OWE HIM  
NUTHIN'!

SPIDEY...  
WHAT'S  
GOING  
ON?

WHY'RE  
YOU  
LETTING  
HI---  
=ARRUHHH!=

\*AS IT WAS LAST ISSUE,  
LATECOMERS...S.



AGAIN AND AGAIN  
THE TACITURN SPIDER-  
MAN LASHES OUT---

--EACH BLOW A SNAPPING  
WHIFLASH---

--UNTIL FINALLY, JOHNNY'S  
FRAYED PATIENCE SNAPS,  
AND---



THAT  
TEARS  
IT.

I WANTED  
TO HOLD OFF  
ON THIS,  
LANTERN-EYES--

--I THOUGHT  
--STUPIDLY---  
YOU MIGHT  
WANNA  
EXPLAIN--

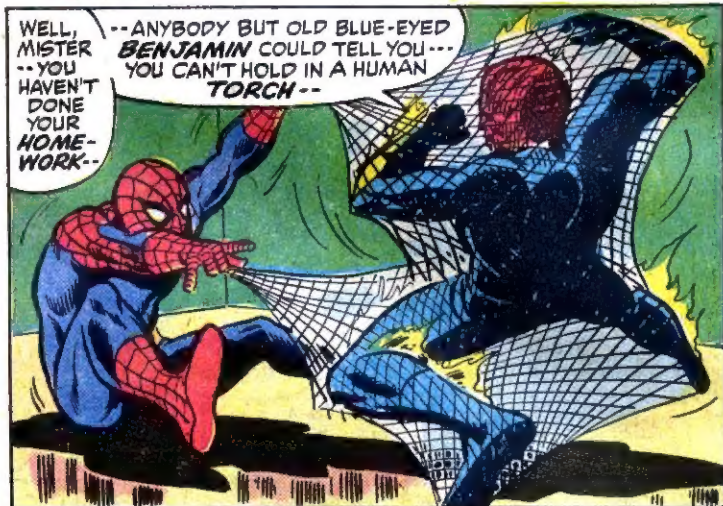
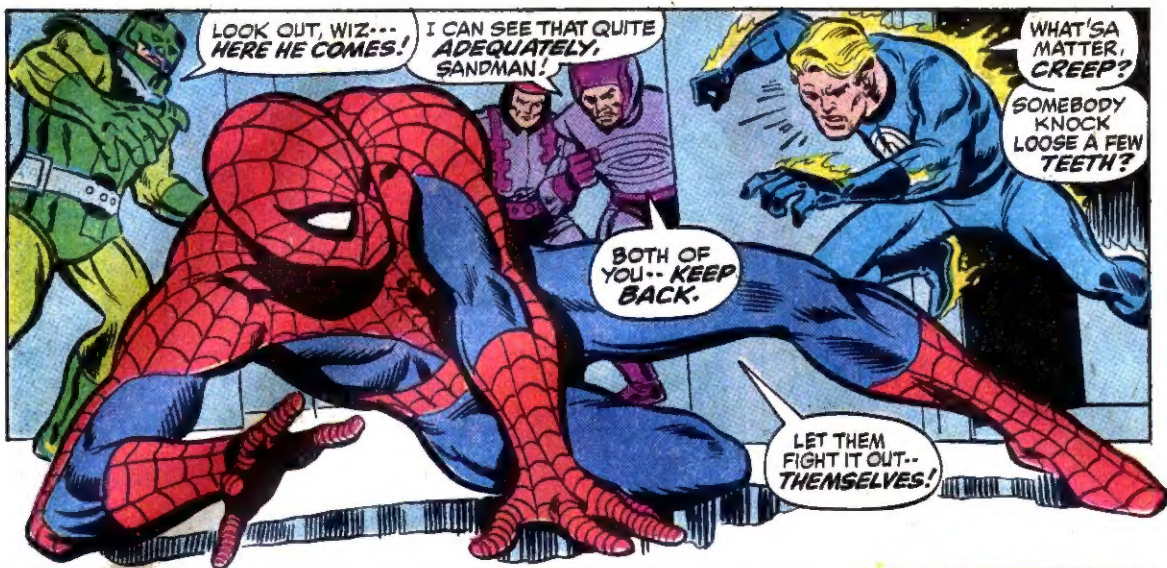


THAK!

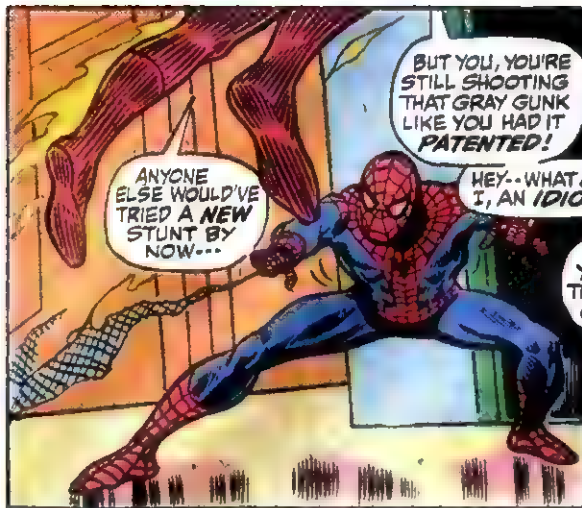
--BUT  
BROTHER,  
THAT'S ALL  
OVER!

THE MONEYS ON  
THE TABLE-- AND NOW  
WE'LL PLAY THE BIG  
BOY'S GAME--FOR  
KEEPS!









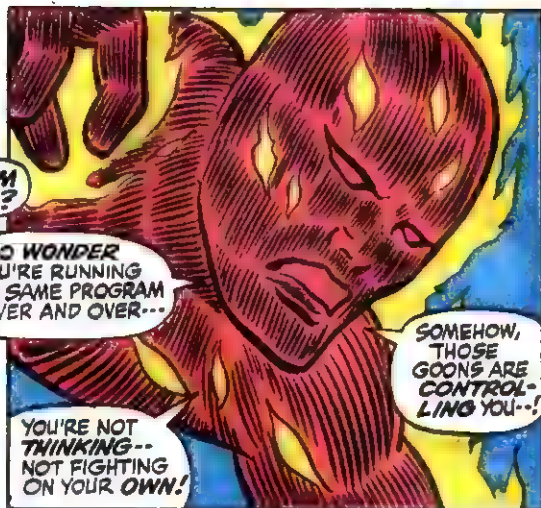
ANYONE ELSE WOULD'VE TRIED A **NEW STUNT** BY NOW...

BUT YOU, YOU'RE STILL SHOOTING THAT **GRAY GUNK** LIKE YOU HAD IT **PATENTED!**

HEY--WHAT AM I, AN **IDIOT?**

NO WONDER YOU'RE RUNNING THE SAME PROGRAM OVER AND OVER...

YOU'RE NOT **THINKING--** NOT FIGHTING ON YOUR OWN!

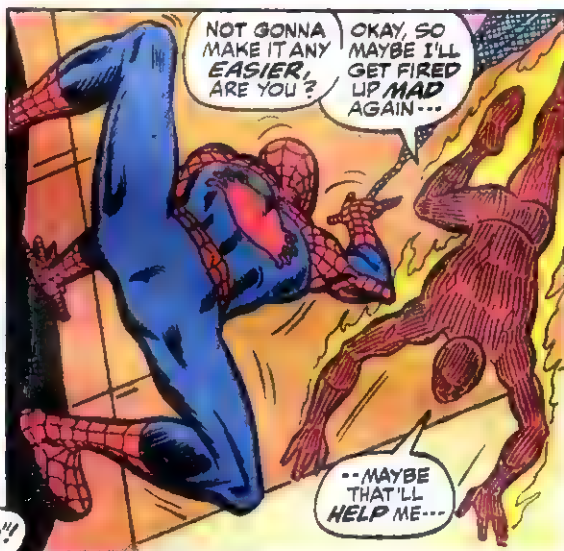


SOMEHOW, THOSE **GOONS** ARE **CONTROLLING** YOU--!



THAT MAKES ME **SORRY, SPIDEY--** BUT I DON'T HAVE ANY **CHOICE!**

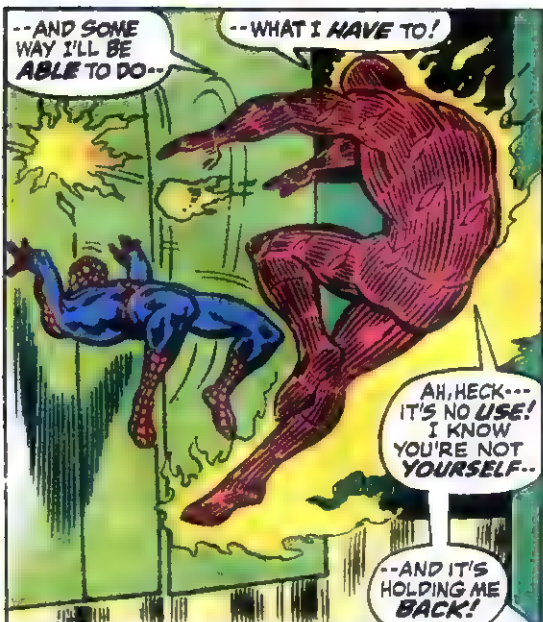
I'VE GOTTA **STOP** YOU-- EVEN IF IT MEANS BATTLING A GUY I'D LIKE TO CALL "**FRIEND!**"



NOT GONNA MAKE IT ANY **EASIER,** ARE YOU?

OKAY, SO MAYBE I'LL GET FIRED UP **MAD** AGAIN...

--MAYBE THAT'LL **HELP** ME---



--AND SOME WAY I'LL BE **ABLE** TO DO--

--WHAT I **HAVE** TO!

AH, HECK--- IT'S NO **USE!** I KNOW YOU'RE NOT **YOURSELF--**

--AND IT'S **HOLDING** ME **BACK!**



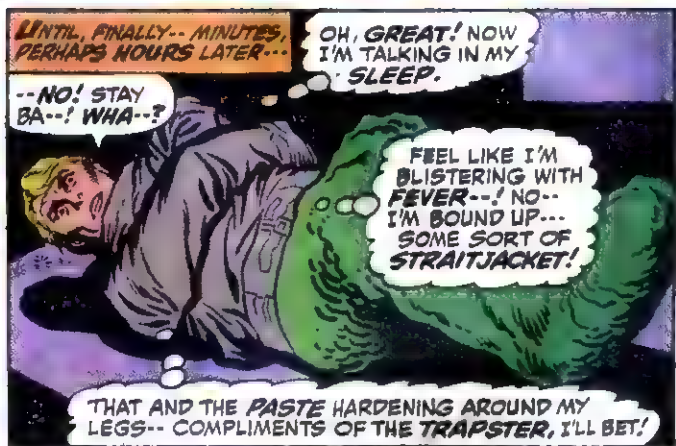
THAT'S IT, SPIDEY-- **ATTACK** ME.

MAYBE IN **DEFENDING** MYSELF, I'LL **KNOCK** YOU **OUT--!**

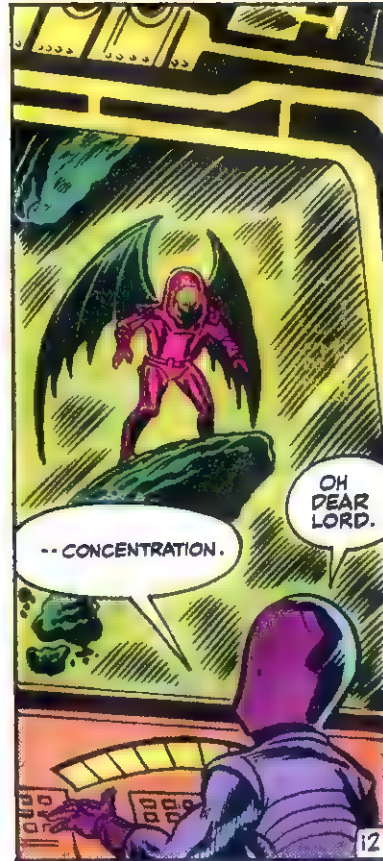
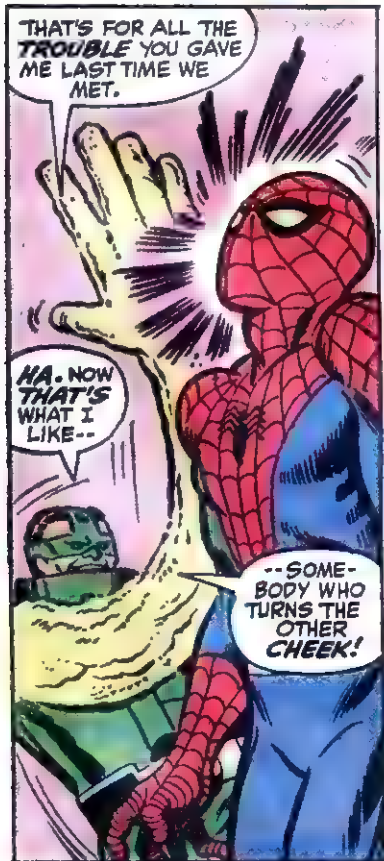
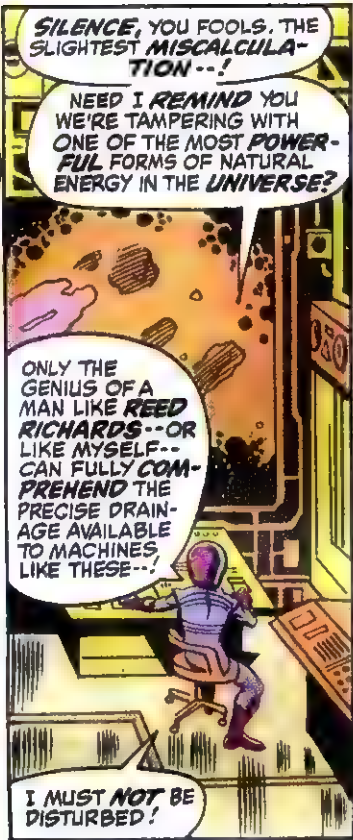
SURE. REAL **FAT** CHANCE OF THAT!

GOTTA CUT MY **FLAME--** BEFORE IT **BURNS** YOU--!











TIME ITSELF SEEMS TO GRIND TO A HALT, AND THREE MEN TURN UNBELIEVING EYES TO A MIND-WRENCHING SIGHT UPON THE GLOWING SCREEN!

THEIR MOUTHS GO DRY, THEIR VOICES ARE STILLED.

ALL THEY CAN DO--IS LISTEN TO THE CRACKLE OF ETHEREAL STATIC--

--AND THEN--AN ECHOING PRONOUNCEMENT!

I SENSE YOU ARE UNAWARE OF MY NATURE--MY EXISTENCE.

I--AM--ANNIHILIUS!

IN MY WORLD, I AM SUPREME--- I AM LORD OVER ALL---

--YET EVER HAVE I BEEN DEFEATED AT THE HANDS OF EARTHLINGS! \*

NO MORE! THIS TIME I WILL USE THE POWER OF THE EARTHMEN--

MAYBE HE'S SCARIN' YOU, WIZ--BUT THE SANDMAN AIN'T NO-BODY'S---

--THEIR POWER--TO AUGMENT MY OWN!

\* AS SEEN IN MYRIAD ISSUES OF F.F. AND AVENGERS. --S.

UOOORRRHHH!!

WE'VE GOT TO STOP HIM-- CUT OFF THE POWER--!

MAD FOOL! DON'T YOU SEE HOW STRONG HE IS?

FUTILE HUMAN--I'VE ALREADY MENTALLY LOCKED YOUR CONTROLS!

I WILL CONTINUE TO DRAW ON THE FORCE FROM YOUR MACHINES--

--AND WITH EACH PASSING MOMENT, GROW STRONGER--- LARGER-- MORE POWERFUL!

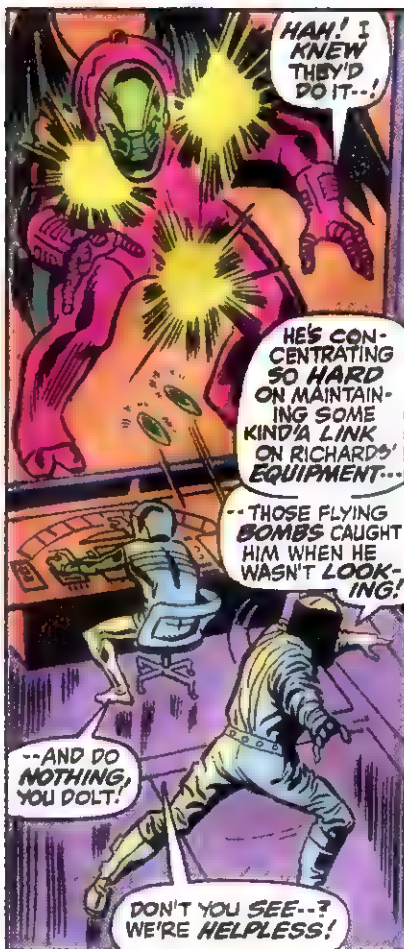
YOU SURE TALK GOOD, BUSTER--

--- BUT LET'S SEE YA HURT A GUY WHO CAN TURN TO LIVIN' SAND!

YOUR CRAZY METABOLISM AIN'T WORTH BEANS, BIG MAN---

--ONLY MY TRAPS CAN STOP THIS ANNIHILIUS CHARACTER! [3]





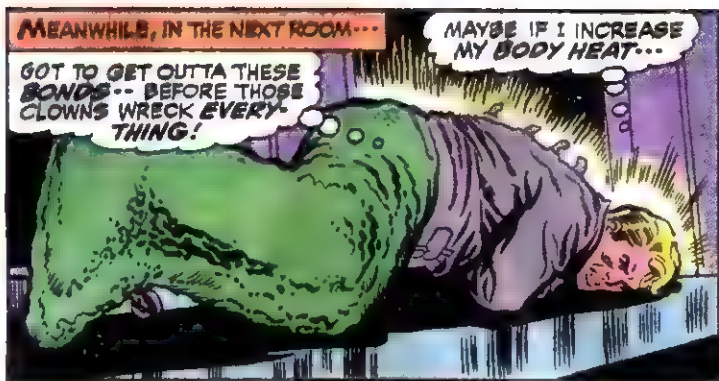
HAN! I  
KNEW  
THEY'D  
DO IT--!

HE'S CON-  
CENTRATING  
SO HARD  
ON MAINTAIN-  
ING SOME  
KIND'A LINK  
ON RICHARDS'  
EQUIPMENT--

--THOSE FLYING  
BOMBS CAUGHT  
HIM WHEN HE  
WASN'T LOOK-  
ING!

--AND DO  
NOTHING,  
YOU DOLT!

DON'T YOU SEE--?  
WE'RE HELPLESS!



MEANWHILE, IN THE NEXT ROOM--

GOT TO GET OUTTA THESE  
BONDS-- BEFORE THOSE  
CLOWNS WRECK EVERY-  
THING!

MAYBE IF I INCREASE  
MY BODY HEAT--



THAT'S IT!  
I'M BAKING THE  
TRAPSTER'S  
PASTE--

IT'S  
GETTING  
STIFF--  
BRITTLE.

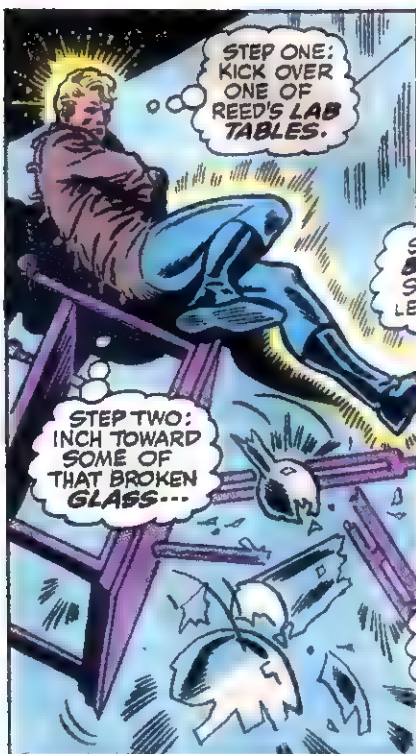


MISTER STORM,  
SOMETIMES YOU  
ASTOUND ME.



--DID  
IT!

NOW TO  
FREE MY  
HANDS--



STEP ONE:  
KICK OVER  
ONE OF  
REED'S LAB  
TABLES.

STEP TWO:  
INCH TOWARD  
SOME OF  
THAT BROKEN  
GLASS--

STEP THREE:  
BRACE YOUR-  
SELF, AND THEN  
LEAN INTO IT--

CAREFUL,  
JOHN-- DON'T  
LET THAT GLASS  
CUT TOO  
DEEPLY!

JUST A BIT  
MORE--



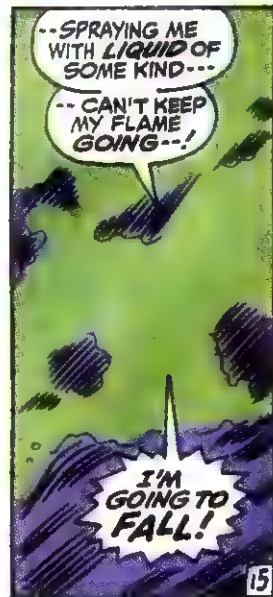
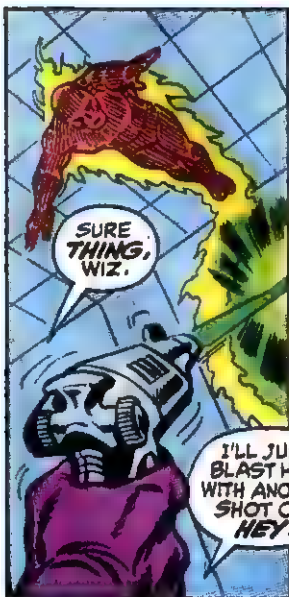
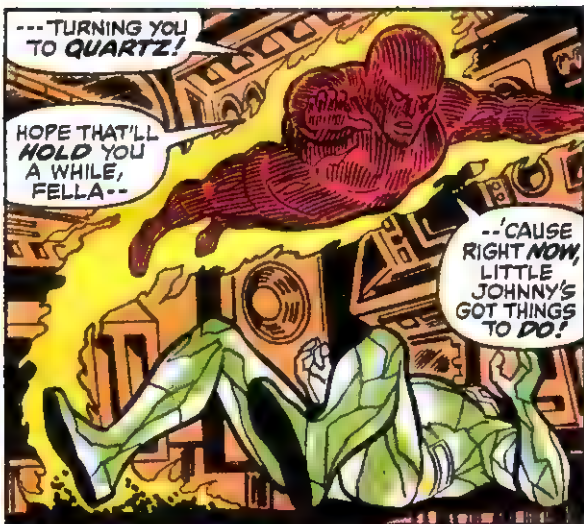
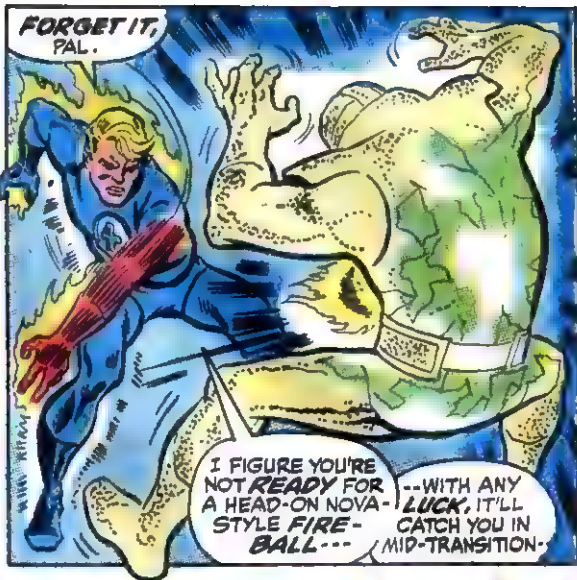
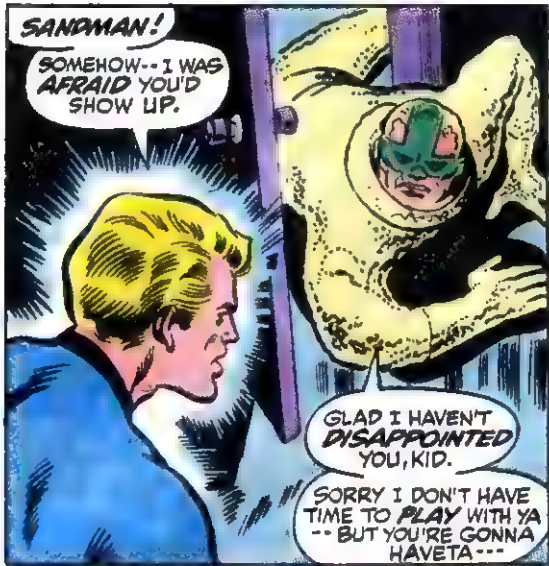
VOILA!

LET'S SEE  
MISTER  
RICHARDS  
BEAT THAT!

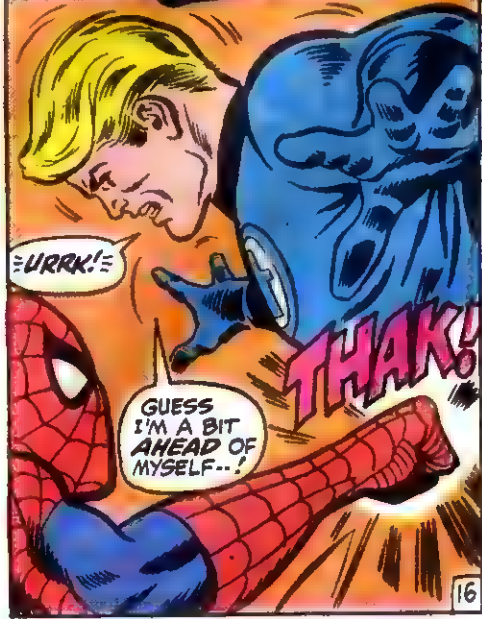
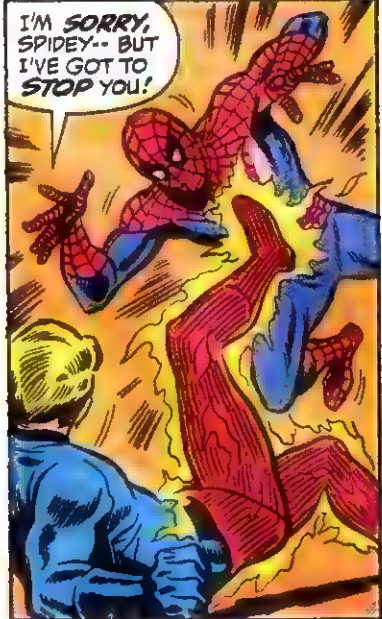
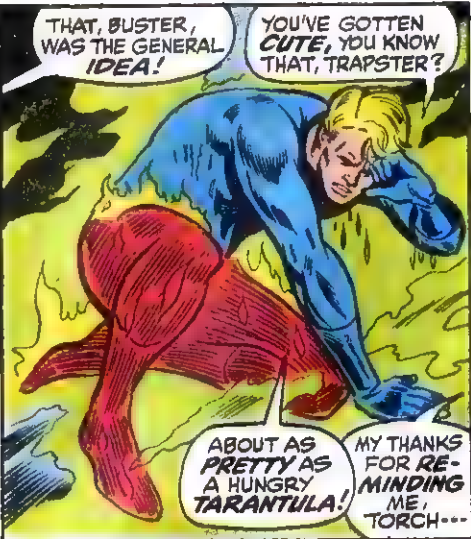
MUST'VE BEEN  
SOME SORT OF  
SYNTHETIC--  
ASBESTOS WOULD  
NEVER CUT SO  
EASILY!

YOU'RE  
REAL SMART,  
AIN'T YA, KID?

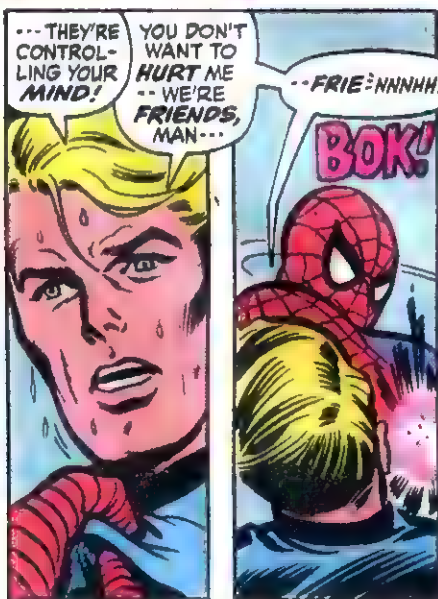
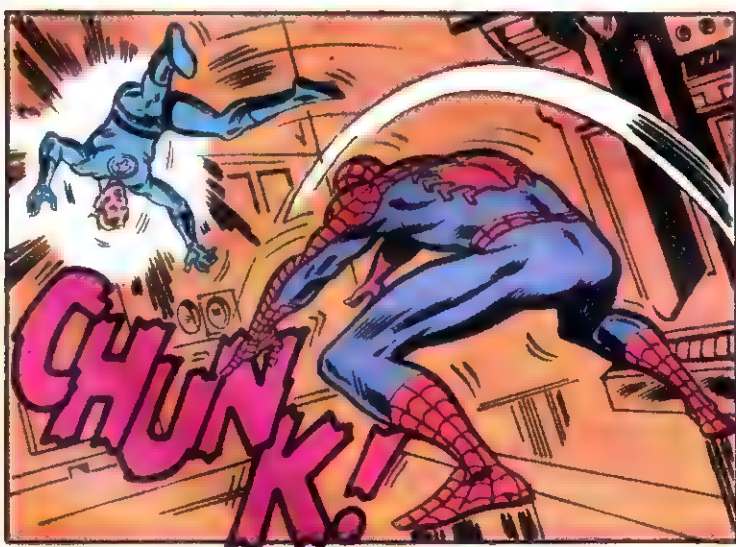
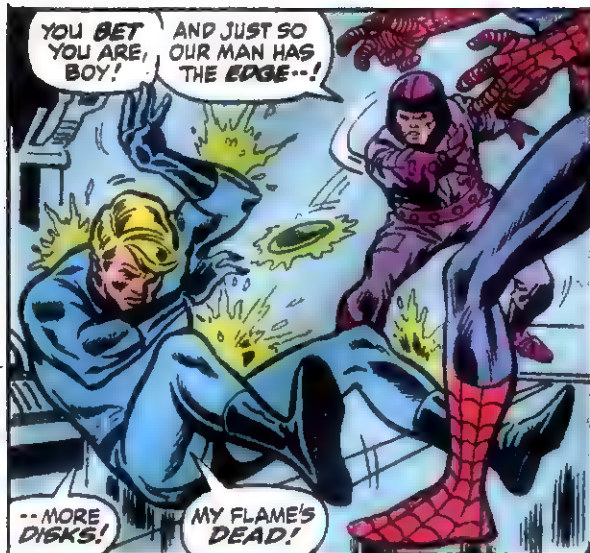














AND THEN, AS THE TORCH CONTINUES TALKING, DESPERATELY, FRANTICALLY...

...HE SEES A CHANGE OCCURRING

THE MASKED HERO SEEMS TO SWAY, LIKE A TREE IN A HIGH WIND---

...HE MOANS---

--THAT BARRIER BREAKS--

...THE MAN INSIDE... RELEASED!

...AND AS JOHNNY SHOUTS, FIGHTING TO BE HEARD THROUGH SPIDEY'S MENTAL BARRIER--

OH, WOW.

STORM, I FEEL LIKE I'VE BEEN THROUGH A WRINGER.

HERE, FRIEND. GRAB A HAND.

THANKS, JOHNNY-- I MEAN IT!

WELL? WHAT'RE WE WAITING FOR?

HEY, WIZ-- WE'VE GOT PROBLEMS--!

LET'S GET 'EM!

YOU'RE ON YOUR OWN, TRAPSTER!

I CAN'T LEAVE THESE CONTROLS!

BRAIN-BOY, YOU ALWAYS WERE A BIG HELP!

I'LL JUST HAVETA LET MY TRAPS PLAY THE GAME--!

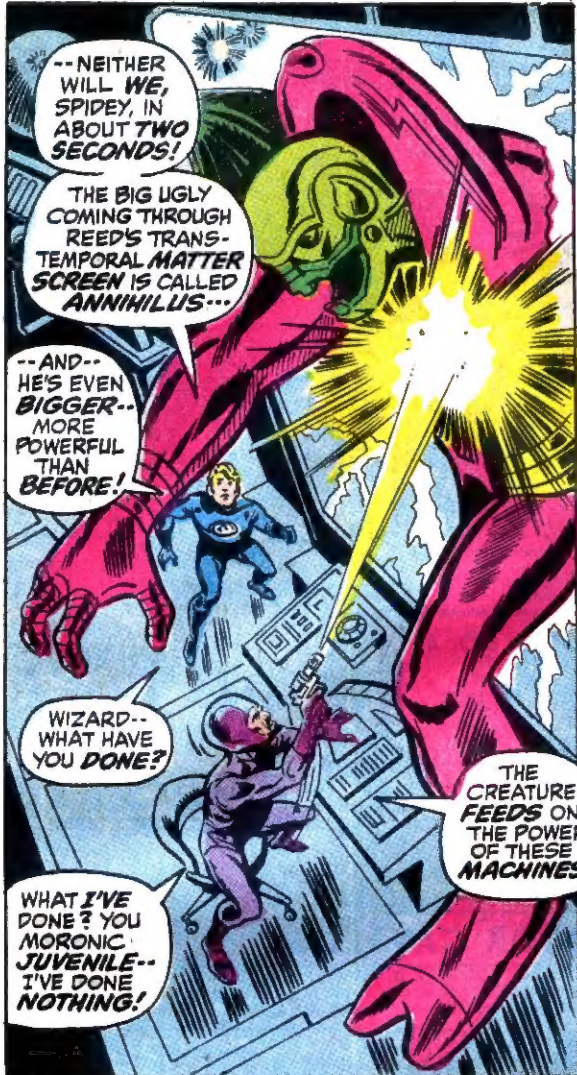
THAT'S WHAT YOU THINK, POCKETS.

ALONE, EITHER OF US MIGHT BE OVERCOME---

... BUT TOGETHER--

HAND-SOME, YOU HAVEN'T GOT A CHANCE!





--NEITHER  
WILL WE,  
SPIDEY, IN  
ABOUT TWO  
SECONDS!

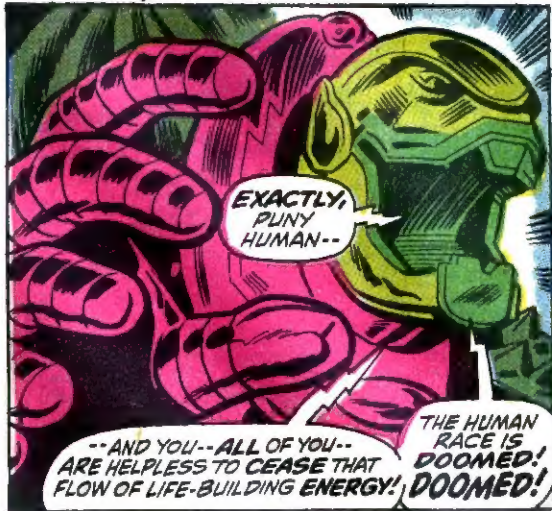
THE BIG UGLY  
COMING THROUGH  
REED'S TRANS-  
TEMPORAL MATTER  
SCREEN IS CALLED  
**ANNIHILUS**...

--AND--  
HE'S EVEN  
**BIGGER**--  
MORE  
POWERFUL  
THAN  
BEFORE!

WIZARD--  
WHAT HAVE  
YOU **DONE**?

WHAT I'VE  
DONE? YOU  
MORONIC  
**JUVENILE**--  
I'VE DONE  
**NOTHING!**

THE  
CREATURE  
**FEEDS**  
ON THE  
POWER OF  
THESE  
**MACHINES!**



**EXACTLY,**  
PUNY  
HUMAN--

--AND YOU-- ALL OF YOU--  
ARE HELPLESS TO CEASE THAT  
FLOW OF LIFE-BUILDING ENERGY!

THE HUMAN  
RACE IS  
**DOOMED!**  
**DOOMED!**



IT'S TRUE!

WE'LL ALL  
**DIE**-- UNLESS WE  
**ESCAPE**...

--SOMEHOW-- **STEAL** ONE  
OF RICHARDS' EXPERIMENTAL  
SPACE SHIPS--!



UH-UHH,  
DOMEHEAD.  
NO FAVORITES  
TODAY!

**DOLT!**  
**IMBE-**  
**CILE!**

WE'VE GOT  
TO GET OUT OF  
HERE-- BEFORE  
IT'S TOO LATE!



IT'S  
**ALREADY**  
TOO LATE,  
MISTER!

YOU MADE YOUR  
BED-- NOW **SLEEP**  
IN IT! AND BROTHER  
-- I DO MEAN  
**SLEEP!**

WELL, TORCHY -- LOOKS  
LIKE IT'S UP TO YOU'N ME  
TO PLAY **WORLDSAVERS!**

I'M AFRAID IT'S  
**HOPELESS,**  
SPIDER-MAN--



